

From: Rob Runett, Motley Fool Funds <Fool@foolsubs.com>
Sent: Thursday, October 06, 2011 5:17 PM
To: Hanchett, James (DPH)
Subject: They laughed when we launched a mutual fund...



They Laughed When We Launched a Mutual Fund...

But guess who's laughing now? Our shareholders! Discover why *Institutional Investor* named our portfolio manager a "Rising Star" -- and why Motley Fool Independence Fund may be the investment opportunity you've been looking for.

"Investors withdrew almost \$40 billion dollars from their mutual fund accounts just in the month of August, according to the Investment Company Institute. Unfortunately, most investors don't realize that now is the time to be buying, not selling. With the recent slide, it's as if the market is on sale. Find out below why I think these times of uncertainty and volatility could mean great opportunity for you!"

-- Bill Mann, Portfolio Manager

Dear Patient Investor:

When we launched our first mutual fund in June 2009, Chuck Jaffe, a veteran *MarketWatch* columnist, grumbled...

Motley Fool Independence Fund Performance and Fees as of September 30, 2011

Independence Fund
Cumulative Total Return Since Inception
(June 16, 2009)
Fund: 34.51%
MSCI World Index: 21.93%

Annualized Total Return Since Inception
Fund: 13.82%
MSCI World Index: 9.04%

1 Year Total Return
Fund: -2.26%
MSCI World Index: -3.84%

Expense Ratio
Gross: 2.20%
Net: 1.45%

The performance data quoted represents past performance and does not guarantee future results. Current performance may be lower or higher. For performance current to the most recent month-end, please visit www.foolfunds.com/funds/independence/summary. The Funds have experienced relatively high performance that may not be sustainable in the future. The investment return and principal value of an investment will fluctuate so that shares, when redeemed, may be worth more or less than their original cost.

The fund's net expense ratios reflect fee waivers and expense reimbursements by investment advisor. The waiver and reimbursement arrangement will end on February 28, 2012, unless extended. The Funds' performance would have been lower if the waivers/reimbursements had not been in effect.

A redemption fee of 2.00% of the then-current value of shares redeemed is imposed on redemptions of shares made within 90 days of purchase,

"An investor who takes a chance on the brand new Motley Fool Independence Fund before it proves that it can deliver on the big talk of its founders would be making the 'Stupid Investment of the Week.'"

subject to certain exceptions.

Unlike a mutual fund, the performance of a market index is not affected by fees, expenses, and taxes.

Ouch! But in some small way, he was right. We hadn't proven ourselves.

Yet thousands of your fellow investors still entrusted us with more than \$100 million that first year alone. We're grateful that they did. And I imagine they're glad they did too...

Motley Fool Independence Fund has earned them 14% annualized, beating its benchmark, the MSCI World Index, by 5%.

And what's more -- our portfolio manager, Bill Mann, has recently been named a "Rising Star" by *Institutional Investor*, which cited Motley Fool Independence Fund's asset growth, performance, and investing style*.

Talk about a second-birthday present.

Just don't go thinking he's let it go to his head...

While Bill admits that it's gratifying to receive these sorts of accolades, it's never been his goal to win industry praise.

Bill strives to achieve long-term capital appreciation for hardworking individual investors like you.

And I think you'll agree he and his team have been successful so far... achieving annualized returns of 14% in a little over two years.

That's 5% more than the MSCI World Index.

Motley Fool Independence Fund's performance has been so strong in fact, we've been asked to add an EXTRA line of disclosure, "*The Funds have experienced relatively high performance that may not be sustainable in the future.*"

True story!

And though we can't guarantee that the Independence Fund will continue to perform so well, we do believe this performance was no accident...

Instead, we'd humbly suggest that our contrarian, outsider's perspective, combined with hard work, a disciplined approach, and the relentless value focus of our Motley Fool Funds management team had more than a little to do with it.

Beyond performance -- another reason you might want to join us...

Frankly, we're small.

As of today, Motley Fool Funds has just a quarter of a billion dollars in assets under management. That's a tiny fraction of what T. Rowe Price, PIMCO and other mega-fund companies are managing.

What's more, there's not one penny of institutional money in Motley Fool Independence Fund (unless you count the \$1 million of Motley Fool money!). Every dollar invested belongs to individual investors like you.

And we wouldn't have it any other way.

When you invest with us, you're not tapping the resources of a massive corporation with thousands of employees. You are investing in close partnership with a small, dedicated team of stock analysts and a value-obsessed manager, whose sole mission in life is to dig up the market's hidden opportunities.

In other words, the kind of investment opportunities that we're convinced can help you gradually build your wealth and get you on the road to reaching your long-term financial goals.

That's why we have no specific mandate

Some mutual funds focus on small companies. Others invest in mega caps... domestic growth stocks... or overseas opportunities. You might presume their managers -- the good ones at least -- have a wealth of specialized knowledge about their niche.

We think that's fine -- *for them*.

But we opted for a different approach for you at Motley Fool Independence Fund. Bill Mann and our Motley Fool Independence Fund team actually have no *specific* mandate.

Instead, the Independence Fund is a "go anywhere" fund -- relentlessly seeking value, all over the globe...

We might simultaneously be evaluating the world's largest technology company and a small, promising retail company from Malaysia...

We're as likely to invest your money in North Dakota's largest electric utility as in a nut merchant based in Singapore.

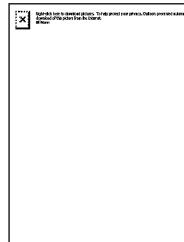
Among other things, this "go anywhere" ability allows us to avoid asset classes and regions that we think are overheated.

It also allows us to zero in on what we believe are the very best opportunities across the full market-cap spectrum and all over the world.

In other words, times of great uncertainty and volatility -- *such as those we see today* -- are a sort of market nirvana for us. In no small part, that's because companies we know and admire suddenly drop to prices we believe to be significantly below their fair market values.

Our investing process is grounded in the belief that, eventually, the market wakes up to true value. That ownership in the world's very best companies offers shareholders like you a genuine opportunity to increase your long-term wealth.

Investing with a "Rising Star"



For years, he was among the most widely followed of all of The Motley Fool's independent stock analysts. He was read regularly by investors worldwide.

In 2001, he went to bat for the individual investor before Congress, where he let loose on the stomach-churning abuses of Ken Lay's gang of white-collar crooks at Enron, among others.

Yet for all his work championing the individual investor, Bill Mann is first and foremost a dedicated stock analyst with a passport full of stamps from six continents and years of business and investing experience.

Bill Mann, Motley Fool Funds portfolio manager

We believe this is a fortunate combination indeed. It's your opportunity to invest with an *Institutional Investor* "Rising Star" -- and an analyst who combines deep understanding of global markets with an unshakeable temperament and a lifelong commitment to you, the individual investor.

Most importantly, did we mention that...

Did we mention that we get paid for beating the market?

If we don't outperform our benchmark, we make less. That's because we've opted for an unusual compensation model that allows our fees to increase or decrease depending on the fund's performance.

In the industry, this is called a 'fulcrum fee' structure. You can learn more about how it works by reading the fund prospectus. (To see other fees associated with the fund, you may also consult the fund prospectus.)

This unusual component of our fee structure gives us the incentive to earn the highest possible return relative to the market, not merely pump up the fund's assets the way we believe some funds do.

What's more, Motley Fool Independence Fund is a no-load fund. That means you never pay an up-front sales charge or commission to invest with us. You aren't made to pay so-called 12b-1 fees to help us market the fund, either.

Just as important, our award-winning portfolio manager, Bill Mann, is a meaningful shareholder in the fund... So he's investing right along with you.

And here's something else: The Motley Fool has \$1 million of its own money invested in Motley Fool Independence Fund.

So you see, our interests really are aligned with yours, in more ways than one.

Your full Fool Funds experience

Here are a few more features and benefits you can always count on receiving from Motley Fool Funds...

Unwavering temperament: Because investing for your future is a marathon, not a sprint, we don't try to time the ups and downs of the market. We don't get rattled in rocky waters... or chase the latest Wall Street fad.

We invest your money with confidence -- comfortable in the knowledge that if we've done our homework and bought great companies at good prices, the market may eventually see it our way.

Frank, friendly communications: We don't hide from you if things get tough. We'll talk to you frankly, in plain English, like a trusted partner.

At Motley Fool Funds, we hope you'll look forward to hearing from us -- as we will certainly look forward to hearing from you.

Fair, performance-based fees: At Motley Fool Funds, we have a financial incentive to help you do better than the market. We've chosen a compensation model that allows our fees to

increase or decrease depending on the performance of the fund.

In other words, our interests are aligned with yours. For more on our unusual performance-based 'fulcrum fee' structure, please read the fund prospectus.

21st-century convenience: The Motley Fool is an Internet success story, after all. Now, thanks to our secure, interactive website, FoolFunds.com, getting invested and managing your account has never been easier or more convenient.

A word about risk...

Of course, all investments come with risks. We don't promise that you'll make money with the fund. Over any given time period, no matter how hard or how long the fund's investment advisor works, the value of the fund could go down, and you could lose money, including principal.

We endeavor to find companies that are both great businesses and great investments, but there can be no guarantee that we will succeed. Keep in mind that Motley Fool Independence Fund is just two years old, without a long-term track record.

And because the fund is free to invest in companies of any size around the world, at times we may be heavily invested in small-cap stocks and foreign securities, each of which presents extra risk. Small-cap stocks tend to be more volatile and less liquid than their large-cap counterparts. Fluctuations in currency exchange rates can cause losses when investing in foreign securities, with emerging markets presenting additional risks of illiquidity, political instability, and tax regulation. We strongly encourage you to read more about the fund's strategies and risks in the prospectus.

Motley Fool Independence Fund seeks to achieve long-term capital appreciation by investing primarily in common stocks and equity-related securities. The fund is not for everyone. If you're seeking something other than long-term capital appreciation -- for example, current income to live on -- or if you're not comfortable with the risks, or if you expect to need your money back soon, this is not the fund for you.

Are you ready to invest? Hold on! Don't send us a penny unless...

As a member of The Motley Fool community, you know the routine. At Motley Fool Independence Fund, we're looking for patient, long-term investors. Shareholders whose investing temperament matches our own.

Frankly, we'd rather not take on investors who are tempted to pull out when stocks temporarily go on sale -- in other words, precisely when WE are most eager to go shopping for bargains.

Plus, unlike what we believe many other mutual funds are doing, we intend to be long-term, buy-and-hold investors. And not just because it makes life easier for our management team.

We firmly believe -- and the vast preponderance of evidence shows -- that market timing puts YOU at a grave disadvantage and greatly reduces your chance of outperforming the market over the long term.

For this reason, and to keep the fund's expenses low, we discourage small accounts and short-term trading by assessing a \$24 annual fee on accounts of less than \$10,000 in value, as well as a 2% redemption fee on shares redeemed within 90 days of purchase. (The redemption fee is paid directly to the fund and is designed to offset brokerage commissions, market impact, and other costs associated with short-term trading of fund shares.)

Declare your independence!

If you ARE a patient, long-term investor looking for the potential to build your wealth over time... and you're looking for a mutual fund that is more Foolish than most, Motley Fool Independence Fund may be just the thing for you.

We'd be happy to have you along with us on this lifelong journey...

Your next step is just as easy.

Get invested in Motley Fool Independence Fund now. Simply click the link below to get started. You'll have the chance to look over the fund prospectus. You'll also have the chance to purchase shares.

Click the link below to get started. Declare your independence!

[Click Here to Get Invested!](#)

Good Investing!



Rob Runett
Director, Motley Fool Funds

P.S. You can now invest in Motley Fool Independence Fund directly through your broker! Including **Fidelity, Charles Schwab, TD Ameritrade, Scottrade, USAA, Vanguard, E*Trade**, and others -- making it even easier to take the first step toward achieving your financial goals. Please contact your brokerage firm to find out if it offers Motley Fool Independence Fund.

Please consider the charges, risks, expenses and investment objectives carefully before

you invest. Please [click here](#) to see a prospectus containing this and other information. Read it carefully before you invest or send money.

The investment advisor for Motley Fool Independence Fund is Motley Fool Asset Management, LLC, a wholly owned subsidiary of The Motley Fool Holdings, Inc., which is a multimedia financial-services holding company. Shares of the fund are distributed by BNY Mellon Distributors, Inc., King of Prussia, Pa., a registered broker-dealer not affiliated with The Motley Fool.

The Fund has experienced relatively high performance which may not be sustainable or guaranteed in the future.

A redemption fee of 2.00% of the then-current value of shares redeemed is imposed on redemptions of shares made within 90 days of purchase (i.e., the redemption is effective on or before the 90th day following the date of purchase), subject to certain exceptions.

**The Rising Stars of Mutual Funds are chosen annually by the publishers of Institutional Investor News and represent individuals whose accomplishments in and contributions to the industry make them standout among their peers and position them as future industry leaders. Award winners were required meet the following criteria: leadership in portfolio returns and/or winning strategies; notable contributions to growth in assets and/or client base; formal recognition by their firm and/or industry groups; active contributor to the broader mutual fund community; and other quantifiable contributions to their firm and/or industry. More than 30 nominees were considered. Past success is no guarantee of future success.*

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